

TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş. Corporate Governance Information Form 2020 - Annual Notification

Summary

Şişecam 2020 Corporate Governance Information Form



MERKEZİ KAYIT
İSTANBUL



1. SHAREHOLDERS

Related Companies ☐

Related Funds ☐

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
<div>The number of investor meetings (conference, seminar/etc.) organised by the company during the year</div>	<div>In 2020, only 1 physical conference (JP Morgan, Miami) and 1 roadshow (Goldman Sachs, London) were attended due to the pandemic. After this conference and roadshow, which was held with physical participation in the first two months of the year, the brokerage houses carried the conferences to the virtual platform, taking into account the restrictions regarding the pandemic, and 10 videos and teleconferences were attended to domestic and foreign corporate stock and bond investors throughout the year, have met with existing and potential investors exceeding over 270. In addition, teleconferencing meetings held individually with nearly 330 investors and analysts pointed out that the importance given to investor communication is gradually increasing. The total number of meetings held with investors via phone, one-on-one meetings, roadshows and conferences was close to 600. In addition, two webcasts were held in 2020, where the financial results of the end of 2019 and the first half of 2020 were shared. In 2020, in</div>

	addition to these webcasts where financial results are discussed, two more webcasts regarding the merger transaction were made. The number of reports published by intermediary institutions specifically for Şişecam has increased to over 160 .
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	The request for the appointment of a special auditor in the Company's articles of incorporation has not yet been regulated as an individual right. No requests were received for the appointment of a special auditor within the period.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There was no request for a special auditor at the General Assembly Meeting.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	www.kap.org.tr/tr/Bildirim/833018
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The documents of the General Assembly Meeting are published simultaneously in English .
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no unanimous transaction
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	In 2020, all related party transactions and transaction principles were submitted to the Board of Directors. In 2020, there were no related party transactions or significant transactions that should be submitted to the approval of the General Assembly since independent members did not approve.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/910514

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
27/03/2020	0	% 84,29	% 0,06	% 84,23	Specified under the “Ordinary General Assembly” section that participated in “General Assembly Announcements and Documents” subtitle in “Corporate Overview and Governance” title of Investor Relations Section on the company's corporate website at www.sisecam.com .	Specified under the “Ordinary General Assembly” section that participated in “General Assembly Announcements and Documents” subtitle in “Corporate Overview and Governance” title of Investor Relations Section on the company's corporate website at www.sisecam.com .	None.	233	https://www.kap.org.tr/tr/Bildirim/824394
28/08/2020	0	% 82,92	% 0,00	% 82,92	Specified under the “Extraordinary General Assembly” section that participated in “General Assembly Announcements and Documents” subtitle in “Corporate Overview and Governance” title of Investor Relations Section on the company's corporate website at www.sisecam.com .	Specified under the “Extraordinary General Assembly” section that participated in “General Assembly Announcements and Documents” subtitle in “Corporate Overview and Governance” title of Investor Relations Section on the company's corporate website at www.sisecam.com .	None.	233	https://www.kap.org.tr/tr/Bildirim/861659

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	The corporate website is updated continuously as required by CMB Corporate Governance Principals and the informations are updated in order to maintain the relations with shareholders more effectively and rapidly. The information contained on the corporate website is in the same context as the disclosures made in accordance with the provisions of the relevant legislation and does not contain any contradictory or incomplete information.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	There is no natural person shareholder who owns more than 5% of the shares.
List of languages for which the website is available	Turkish, English, Bosnian, Bulgarian, German, Hungarian, Italian, Romanian, Russian and Slovak
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Specifies in the “Additional Information about Corporate Governance” section in the Annual report.

b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Specifies in the “Additional Information about Corporate Governance” section in the Annual report.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Specifies in the “Additional Information about Corporate Governance” section in the Annual report.
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Note 2 of the financial statements
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Explained in the note 23. Insurances, Contingent Assets and Liabilities in financial report.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	None.
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	None.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Specifies in the “Corporate Social Responsibility” section in the Annual report.

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Specified under the Corporate Governance Policies that participated in Corporate Governance subtitle in Corporate Overview and Governance title of Investor Relations Section at www.sisecam.com .
The number of definitive convictions the company was subject to in relation to breach of employee rights	The number of judgments finalized against the company due to violation of employee rights is 94.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Employees are able to carry unethical processes to the Audit Committee and Internal Audit Department. Besides, there is also report line for stakeholders to inform these unethical processes.
The contact detail of the company alert mechanism	The e-mail address etik@sisecam.com is available.
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Contact Us.
Corporate bodies where employees are actually represented	All communication channels are kept available and probable handicaps are cleared for the company employees to participate in the management. For this purpose; "Message to the CEO", "Ethics Communication Line and

	Electronic Mail Address” and “Nar” applications are used.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors forms the necessary succession plans.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	There is "Human Resources Policy" under the "Policies" title in the "Sustainability" section on the website www.sisecam.com . Equality was taken as a basis and transparency was ensured in recruitment and career planning. Activities are carried out on the basis of the articles of the “Şişecam Group Human Resources Regulation” created within the Company regarding the subject.
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Human Resources Policy is specified under the Policies title of Sustainability Section at www.sisecam.com .
The number of definitive convictions the company is subject to in relation to health and safety measures	18 case finalized negatively
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	The Code of Ethics specified under Corporate Governance Policies subtitle in Corporate Governance title of Investor Relations section at www.sisecam.com .
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Specified under the Corporate Social Responsibility title of About Us section at www.sisecam.com .
	Anti-Corruption policy specified under the

Any measures combating any kind of corruption including embezzlement and bribery

Corporate Governance
Policies subtitle in
Corporate Governance
title of Investor Relations
Section at
www.sisecam.com.

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	None.
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	There has been no delegation
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	14 reports
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Specified in Risk Management and Internal Audit Facilities section in the annual report.
Name of the Chairman	Adnan Bali
Name of the CEO	Prof. Dr. Ahmet Kırmızı
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	They are different people
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	Parent Company, Türkiye İş Bankası A.Ş. has signed "Executive Responsibility Insurance" with Anadolu Anonim Türk Sigorta within the scope of Board Members and Directors for the probable losses related to business faults. However, our company has not made PDP notification.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None.
The number and ratio of female directors within the Board of Directors	4 directors, the rate is 44%.

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Adnan Bali	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	07/04/2017		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Prof. Dr. Ahmet Kırmacı	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	14/04/2006		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Senar Akkuş	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Zeynep Hansu Uçar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	15/04/2011		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
İzlem Erdem	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/03/2015		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Prof. Dr. Şener Oktik	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/2020		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
Dinç Kızıldemir	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	www.kap.org.tr/Bildirim/824392	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Aysun Mercan	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	www.kap.org.tr/Bildirim/824392	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Dr. Mehmet Cem Kozlu	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	21/03/2018	www.kap.org.tr/Bildirim/824392	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	In 2020, 154 physical meetings were held.
Director average attendance rate at board meetings	% 98,05
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	The information and documents related to agenda of Board of Directors are shared at sufficient time before the board meeting for providing equal information flow. Net time is not specified.
The name of the section on the corporate website that demonstrates information about the board charter	Specified under Corporate Overview and Governance title of Investor Relations Section at www.sisecam.com and in the Article 10 of the Articles of Association.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	The Company has subsidiaries and affiliates . The fact that the Board Members take role in the management of these companies. For the benefit of the group, the duties outside the Company does not restricted.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Specified in the “ Additional Information About the Corporate Governance” section in the Annual Report.
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.gov.tr/tr/Bildirim/206123

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dinç Kızıldemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Prof. Dr. Şener Oktik	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Zeynep Hansu Uçar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		İzlem Erdem	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Başak Öge	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		Dinç Kızıldemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Aysun Mercan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Dinç Kızıldemir	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Aysun Mercan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Prof. Dr. Şener Oktik	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Senar Akkuş	Hayır (No)	

Committee of Early Detection of Risk)				Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Zeynep Hansu Uçar	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Specified in the “Additional Information About the Corporate Governance” section in the Annual Report.
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Specified in the “Additional Information About the Corporate Governance” section in the Annual Report.
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Specified in the “Additional Information About the Corporate Governance” section in the Annual Report.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Specified in the “Additional Information About the Corporate Governance” section in the Annual Report.
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Specified in the “Additional Information About the Corporate Governance” section in the Annual Report.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Specified in the Chairman and CEO messages in the Annual Report.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Wages Policy of the senior executives specified under the Corporate Governance Policies subtitle in Corporate Governance title of Investor Relations section at www.sisecam.com .
Specify where the individual remuneration for board members and senior executives are presented in your	

annual report (Page number or section name in the annual report)

Specified in the Note 38-Related Party Disclosures

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 100	% 20	6	6
Denetim Komitesi (Audit Committee)		% 100	% 100	15	14
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 40	9	9